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April 6, 2016

VIA HAND DELIVERY


Kathryn Belfi
Director of Financial Regulation
Connecticut Insurance Department
153 Market Street
PO Box 816
Hartford, CT 06142-0816

Re: Docket # EX 15-150 – Proposed Acquisition of Control of PHL Variable Insurance Company, Phoenix Life and Annuity Company, and American Phoenix Life and Reassurance Company by, Davero Merger Sub Corp., Nassau Reinsurance Group Holdings, L.P., Nassau Reinsurance Group Holdings GP, LLC, Nassau Holdings, L.P., GGCOF Executive Co-Invest Holdings Ltd. (f/k/a Nassau Holdings, GP Ltd.), Golden Gate Private Equity, Inc., and David C. Dominik (the “Applicants”)

Dear Ms. Belfi:

On behalf of the Applicants, please find enclosed one (1) original and five (5) copies of the Applicant’s Response to the Department’s March 24, 2016 letter including attachments and a USB key containing .pdf files of the foregoing documents. Please do not hesitate to contact me at sscaligiuri@daypitney.com and 860-275-0396 with any questions regarding this filing.

Yours very truly,



Sam S.F. Caligiuri

SSFC/ejk
Enclosures

cc: Michael D. Devins, Esq.
Kostas Cheliotis, Esq.
Stephen D. Oetgen, Esq.